

Nominations Committee Charter

1. Charter

- 1.1. The Nominations Committee (**'Committee'**) is a committee of the Australian Fencing Federation (AFF) Board (**'Board'**).
- 1.2. This charter is the written charter of the Committee and sets out the roles and responsibilities, composition and operation of the Committee (**"Charter"**).

2. Purpose and Authority

- 2.1. The purpose of the Committee is to:
 - 2.1.1. seek to ensure that there is a robust approach to Board governance matters at the AFF providing an environment where the Board can carry out effective and responsible decision-making and oversight.
 - 2.1.2. assist the Board in relation to remuneration matters, senior executive succession (including for the Chief Executive Officer), people, culture and conduct, diversity and athlete wellbeing and engagement.
 - 2.1.3. identify candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with the Constitution, to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members.

3. Role of the Committee

- 3.1. The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Charter to:
 - 3.1.1. manage the process to identify, nominate and select Director candidates and recommend preferred nominees for appointment or election to the Board.
 - 3.1.2. review and understand the Director Success Profile and Interview Guide and how they can be applied in the identification and selection of Directors.
 - 3.1.3. identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board and lead the Board in its annual review of the CEO's performance.
 - 3.1.4. ensure that the people policies and remuneration policies are reasonable and fair and have an adequate focus on athlete welfare and wellbeing.
 - 3.1.5. perform other such functions as the Board may from time to time assign to the Committee.

4. Responsibilities of the Committee

In assisting the Board in fulfilling its responsibilities, the duties of the Committee shall be to:

4.1. Board Nominees and Succession

- 4.1.1. develop a board skills matrix setting out the mix of skills, expertise, experience, diversity and personal attributes that the Board should look to achieve in its membership (in line with the Director Success Profile)
- 4.1.2. develop a process to undertake a call for nominations that ensures nominees are made aware of the identified skill sets required to contribute to the Board as per the matrix.
- 4.1.3. receive and review all nominations for all Board Director positions.
- 4.1.4. organise communication with all nominees for Board Director positions, set up and conduct interviews as appropriate.
- 4.1.5. assess nominees against the AFF skill priorities and requirements (including culture fit) and undertake reference checking as required.
- 4.1.6. finalise its recommendations and inform the relevant stakeholders.
- 4.1.7. as required, ensure that a process is undertaken to evaluate and analyse the skills, expertise, experience, diversity and independence of the Directors of the Board and the CEO of the AFF and make recommendations to the Board regarding appointments, retirements and terms of office.
- 4.1.8. ensure succession planning for the Board to maintain appropriate skill and diversity mix of the Board whilst minimising business disruption.
- 4.1.9. develop and oversee a robust and effective process to assess and review Director's inductions, performance and development

4.2. CEO and Senior Management

- 4.2.1. identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board.
- 4.2.2. lead the Board in its annual review of the CEO's performance.
- 4.2.3. as required, provide guidance to the CEO in relation to the skills, expertise, experience, diversity and independence of the senior management
- 4.2.4. ensure succession planning for the key executives to maintain appropriate skill and diversity mix of the key executives whilst minimising business disruption.

4.3. People Policies and Remuneration

- 4.3.1. Ensure that the people policies and remuneration policies are reasonable and fair and have an adequate focus on athlete welfare and wellbeing.

5. Membership

- 5.1. The Committee shall comprise of three (3) members. That being:
 - 5.1.1. An independent chair who shall be appointed by the Board.
 - 5.1.2. A Director chosen by the Board.
 - 5.1.3. A representative nominated by the Voting Members.
- 5.2. Members of the Committee will be appointed by the Board for a term to be determined by the Board, subject to a maximum term limit that must not exceed nine years.
- 5.3. The Chair of the Committee will be appointed by the Board from time to time.

6. Meeting Proceedings

- 6.1. The Committee will meet at least four times each year, and as often as it deems necessary or appropriate to perform its obligations under this Charter. A meeting may be conducted either in person or electronically.
- 6.2. The Committee may invite other people to attend meetings as it sees fit, and consult with other people, or seek any information it considers necessary to fulfil its obligations under this Charter.
- 6.3. The Committee may from time to time create working groups, each of which will report to the Committee.
- 6.4. The Committee Chair, or a delegate, will report to the Board following each meeting of the Committee.
- 6.5. The report to the Board will be a comprehensive report in order to:
 - 6.5.1. ensure the Board has insight into the key issues discussed by, and the decisions of, the Committee.
 - 6.5.2. facilitate Board awareness and confirm all obligations delegated to the Committee have been fulfilled.
 - 6.5.3. assist in the periodic review of the Committee's performance.
- 6.6. The report to the Board will include recommendations on any specific decisions or actions the Board should consider including changes to this Charter.

7. Charter Terms

- 7.1. The Committee will review the Charter annually to ensure it is fit for purpose and meets the needs of the AFF and the Committee.
- 7.2. Any amendments to the Charter must be approved by the Board.